

Exhibit C

ENTERED

July 16, 2024

Nathan Ochsner, Clerk

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

TEMPUR SEALY INTERNATIONAL, INC.

and

MATTRESS FIRM GROUP INC.,

Defendants.

Case No.: 4:24-cv-02508

TEMPORARY RESTRAINING ORDER

WHEREAS, Plaintiff Federal Trade Commission (the “FTC”) filed a Complaint in this matter on July 2, 2024 seeking, among other relief, a temporary restraining order and preliminary injunction enjoining Defendant Tempur Sealy International, Inc.’s (“Tempur Sealy”) proposed acquisition of Defendant Mattress Firm Group Inc. (“Mattress Firm,” and together with Tempur Sealy, “Defendants”) (the proposed acquisition herein referred to as the “Proposed Acquisition”) pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b); and

WHEREAS, absent this temporary relief, Defendants would be able to consummate the Proposed Acquisition after 11:59 p.m. Eastern Time on July 7, 2024; and

WHEREAS, the parties have stipulated to the entry of this order;

IT IS HEREBY ORDERED that Plaintiff’s Unopposed Motion for Entry of Stipulated Temporary Restraining Order is **GRANTED**.

1. Defendants shall not consummate the Proposed Acquisition before this Court enters a scheduling order or the date that is 45 days after the FTC's Complaint is served on the parties, whichever comes first;
2. Defendants and the FTC will negotiate in good faith a further extension of the date before which Defendants agree not to close the Proposed Acquisition as part of negotiating a proposed scheduling order; and
3. Provided that the schedule ultimately entered by this Court accounts for Defendants' need for a decision on the FTC's motion for a preliminary injunction before the Termination Date of the acquisition agreement and other related scheduling issues, Defendants will agree to extend the date before which they will not close the Proposed Acquisition until after the expected date by which this Court will rule on the preliminary injunction.

/s/ Allyson M. Maltas
Counsel for Federal Trade Commission

July 2, 2024
Date

/s/ D. Bruce Hoffman
Counsel for Tempur Sealy International, Inc.

July 2, 2024
Date

/s/ Sara Y. Razi
Counsel for Mattress Firm Group, Inc.

July 2, 2024
Date

SO ORDERED, this 16th day of July, 2024.


Hon. Charles Eskridge
United States District Judge